

Document Number Only

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CT CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, Fl. 32301 222-1092

City State Zip Phone

CORPORATION(S) NAME

8/11/28
95 NOV 28 PM 2:08
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Catalink Direct, Inc.

Profit
 NonProfit

Amendment

Merger

Foreign
 Dissolution/Withdrawal

Mark

Limited Partnership
 Reinstatement

Annual Report
 Reservation

Other
 Change of R.A.
 Fict. Name

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

1. Catalink Direct, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware
(State or country under the law of which it is incorporated)

3. 04-3292174
(FEI number, if applicable)

4. November 2, 1995
(Date of incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.150, F.S.))

7. 10 Oceana Way, Norwood, Massachusetts 02062

(Current mailing address)

8. Remarketing of computers and related products.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: C T Corporation System


Office Address: c/o C T Corporation System, 1200 South Pine
Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

C T Corporation System


(Registered agent's signature) (Officer)

Gil S. Apelis, Assistant Secretary
(Type Name and Title of Officer)

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11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Laurence F. Mulhern

Address: 10 Oceana Way

Norwood, Massachusetts 02062

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

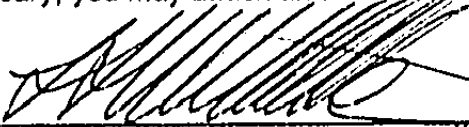
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.  _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Laurence F. Millern, Executive Vice President
(Typed or printed name and capacity of person signing application)

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
Catalink Direct, Inc.**

1. Robert J. Crowell, Chairman of the Board and Chief Executive Officer
10 Oceana Way
Norwood, Massachusetts 02062
2. John Kovalcik, Jr., President
10 Oceana Way
Norwood, Massachusetts 02062
3. David Wolf, Senior Vice President
10 Oceana Way
Norwood, Massachusetts 02062
4. Laurence F. Mulhern, Executive Vice President , Chief Financial
Officer, Treasurer and Secretary
10 Oceana Way
Norwood, Massachusetts 02062
5. John E. Halnen, Jr., Director of Operations
10 Oceana Way
Norwood, Massachusetts 02062
6. Andrew A. Maglioncalda, Vice President, Sales
10 Oceana Way
Norwood, Massachusetts 02062

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CATALINK DIRECT, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTIETH DAY OF NOVEMBER, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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Edward J. Freel
Edward J. Freel, Secretary of State

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AUTHENTICATION: 7718747
DATE: 11-20-95